



# KANDARP DIGI SMART BPO LIMITED

CIN: U74899DL2001PLC109565

Our Company was originally incorporated on February 07, 2001 as "Dynamic Restructuring Management Services Private Limited" under the provisions of the Companies Act, 1956 with the Registrar of Companies, N.C.T of Delhi & Haryana. The name of our company was changed from "Dynamic Restructuring Management Services Private Limited" to "Kandarp Management Services Private Limited" and fresh certificate of incorporation dated March 23, 2010 was issued by Registrar of Companies, National Capital Territory of Delhi and Haryana. Further the name of our company was changed from "Kandarp Management Services Private Limited" to "Kandarp Digi Smart BPO Private Limited" and fresh certificate of incorporation dated December 09, 2021 was issued by Registrar of Companies, Delhi. Subsequently our Company was converted into Public Limited Company and name of company was changed from "Kandarp Digi Smart BPO Private Limited" to "Kandarp Digi Smart BPO Limited" vide fresh certificate of incorporation dated March 22, 2022 issued by the Registrar of Companies, Delhi. For further details, please refer to chapter titled "History and Corporate Structure" beginning on page 106 of the Prospectus.

**Registered Office:** GF-22 Hans Bhawan, Bahadur Saha Zafar Marg, New Delhi-110002, Delhi, India

**Corporate Office :** C-69, C Block, Sector 2, Noida - 201301, Uttar Pradesh, India

**Tel No.:** +91-120-2543069; **Email:** cs@kdsbpo.com, **Website:** www.kdsbpo.com

**CONTACT PERSON: MS. NIHARIKA GUPTA, COMPANY SECRETARY AND COMPLIANCE OFFICER**

**PROMOTERS OF OUR COMPANY: MR. SUNIL KUMAR RAI, MRS. MEENAKSHI PATHAK AND M/S RELIABLE DATA SERVICES LIMITED**

## THE ISSUE

INITIAL PUBLIC ISSUE OF 27,00,000 EQUITY SHARES OF RS. 10/- EACH ("EQUITY SHARES") OF KANDARP DIGI SMART BPO LIMITED ("KDSBL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF RS. 30/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 20/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO RS. 810.00 LAKHS (THE "ISSUE"), OF WHICH 1,40,000 EQUITY SHARES OF RS. 10/- EACH FOR CASH AT A PRICE OF RS. 30/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. 20/- PER EQUITY SHARE AGGREGATING TO RS. 42.00 LAKH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 25,60,000 EQUITY SHARES OF RS. 10/- EACH INCLUDING A SHARE PREMIUM OF RS 20/- PER EQUITY SHARE AGGREGATING TO RS. 768.00 LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 30.09% AND 28.53%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10.00 EACH AND THE ISSUE PRICE IS ₹ 30.00.**

**THE ISSUE PRICE IS 3.00 TIMES OF THE FACE VALUE.**

THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (THE "SEBI ICDR REGULATIONS"), AS AMENDED.

THIS ISSUE IS A FIXED PRICE ISSUE AND ALLOCATION IN THE NET ISSUE TO THE PUBLIC WILL BE MADE IN TERMS OF REGULATION 253 OF THE SEBI (ICDR) REGULATIONS, 2018, AS AMENDED. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED "ISSUE PROCEDURE" BEGINNING ON PAGE 203 OF THE PROSPECTUS.

## ISSUE

**OPEN ON: SEPTEMBER 16, 2022 (FRIDAY)**

**CLOSES ON: SEPTEMBER 20, 2022 (TUESDAY)**

## MINIMUM LOT SIZE

**4,000 EQUITY SHARES FOR RETAIL INDIVIDUAL  
8,000 EQUITY SHARES AND IN MULTIPLES OF 4,000 EQUITY SHARES  
THEREAFTER FOR HNI/QIB CATEGORY**

### ASBA \*

Simple, Safe, Smart way of Application – Make use of it !!!

\*Applications Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For details, check section on ASBA below.

**Mandatory in public issue  
No cheque / demand draft  
will be accepted**



**UPI – Now Mandatory in ASBA for Retail Individual Investors (RII) applying through Registered Brokers, DPs and RTAs. RII also have option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account.**

**Investors are required to ensure that the Bank A/c used for bidding is linked to their PAN**

For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus and General Information Document for investing in the public issue and also please refer to Section "Issue Procedure" beginning on page 203 of the Prospectus. ASBA Forms can be downloaded from the websites of National Stock Exchange of India Limited ("NSE") and can be obtained from the list of banks that is displayed on the website of the Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. For the list of UPI Apps and Banks live on IPO, please refer to the link: www.sebi.gov.in.

IN TERMS OF THE SEBI CIRCULAR NO. CIR/CFD/POLICYCELL/11/2015 DATED NOVEMBER 10, 2015 AND THE ALL-POTENTIAL INVESTORS PARTICIPATE IN THE ISSUE ONLY THROUGH APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS ABOUT THE BANK ACCOUNT WHICH WILL BE BLOCKED BY THE SELF-CERTIFIED SYNDICATE BANKS (SCSB's) FOR THE SAME. FURTHER PURSUANT TO SEBI CIRCULAR BEARING NO. SEBI/HO/CFD/DIL2/CIR/P/2019/76 DATED JUNE 28, 2019 FOR IMPLEMENTATION OF PHASED II FOR UPI FACILITY, WHICH IS EFFECTIVE FROM JULY 01, 2019, ALL POTENTIAL BIDDERS (EXCEPT ANCHOR INVESTORS) ARE REQUIRED TO MANDATORILY UTILIZE THE APPLICATION SUPPORTED BY BLOCKED AMOUNT (ASBA) PROCESS PROVIDING DETAILS OF THEIR RESPECTIVE ASBA ACCOUNT OR UPI ID (IN CASE OF RIIs), IN WHICH THE CORRESPONDING APPLICATION AMOUNTS WILL BE BLOCKED BY THE SCSB's OR UNDER THE UPI MECHANISM, AS APPLICABLE.

FOR DETAILS IN THIS REGARD, SPECIFIC ATTENTION IS INVITED TO THE "ISSUE PROCEDURE" ON PAGE NO. 203 OF THE PROSPECTUS. IN CASE OF DELAY, IF ANY IN UNBLOCKING /REFUND THE FUND, OUR COMPANY SHALL PAY INTEREST ON THE APPLICATION MONEY AT THE RATE OF 15% PER ANNUM FOR THE PERIOD OF DELAY.

#### ADDITIONAL INFORMATION AS REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013

The Information regarding the content of Memorandum of Association of our Company as regards Main Object are available on Page No. 106 of the Prospectus.

**AMOUNT OF SHARE CAPITAL OF OUR COMPANY AND CAPITAL STRUCTURE:** Authorized share capital of Rs. 10,00,00,000 divided in to 1,00,00,000 Equity Shares of Face value of Rs. 10 each, Issued, subscribed and paid-up share capital prior to issue is Rs. 6,27,30,000 divided in to 62,73,000 Equity Shares of Rs. 10/- each. Proposed post issue paid up share capital Rs. 8,97,30,000 divided into 89,73,000 Equity Shares face value of Rs. 10/- each.

**LIABILITY OF MEMBERS AS PER MOA:** The Liability of the members of the Company is limited.

#### SIGNATORIES TO MOA AND SHARES SUBSCRIBED:

ORIGINAL SIGNATORIES			CURRENT PROMOTERS		
Name of Promoters	Face Value (₹)	No. of Shares	Name of Promoters	Face Value (₹)	No. of Shares
Mr. Sunil Kumar Rai	10.00	2,000	Mr. Sunil Kumar Rai	10.00	1,26,000
Mrs. Meenakshi Pathak	10.00	8,000	Mrs. Meenakshi Pathak	10.00	5,00,400
			M/s Reliable Data Services Limited	10.00	56,43,000
<b>TOTAL</b>		<b>10,000</b>	<b>TOTAL</b>		<b>62,69,400</b>

**PROPOSED LISTING:** The Equity Shares offered through the Prospectus are proposed to be listed on the SME Platform of National Stock Exchange of India Limited ("NSE EMERGE"). Our Company has received an In-principle approval letter dated August 29, 2022 from NSE for using its name in this offer document for listing of our shares on the SME Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For the purpose of this Issue, the Designated Stock Exchange will be the NSE.

**Disclaimer Clause of SEBI:** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations 2018, the Draft issue Document was not filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the issue Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire "Disclaimer Clause of SEBI" beginning on page 188 of the Prospectus.

**Disclaimer Clause of NSE (Designated Stock Exchange):** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE". The investors are advised to refer to page 190 of the Prospectus for the full text of the "Disclaimer Clause of the SME Platform of NSE".

**CREDIT RATING:** As this is an issue of Equity Shares there is no credit rating for this Issue

**DEBENTURE TRUSTEE:** As this is an issue of Equity Shares, the appointment of Debenture Trustee is not required.

**IPO GRADING:** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, there is no requirement of appointing an IPO Grading agency.

**BASIS OF ISSUE PRICE:** The Issue Price is determined by the Company in consultation with the Lead Manager. The Financial data presented in chapter titled "BASIS OF ISSUE PRICE" on page 72 of the Prospectus are based on Company's Restated Financial Statements. Investors should also refer to the section titled "RISK FACTORS" and "RESTATED FINANCIAL STATEMENTS" on Page 20 and 134 of the Prospectus to get more informed view before making the investment decision.

**RISK TO INVESTORS:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered have not been recommended or approved by the Securities and Exchange Board of India ("SEBI") nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 20 of the prospectus.

**Capitalized terms used herein in and not specifically defined herein shall have the meaning given to such terms in the Prospectus.**

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <b>BEELINE CAPITAL ADVISORS PRIVATE LIMITED</b> 807, Phoenix Tower, Opp. New Girish Cold drinks, Near Vijay Cross Roads, Navrangpura Ahmedabad – 380009, Gujarat, India <b>Tel. No.:</b> +91-79-48405357, 48406357 <b>Email:</b> mb@beelinemb.com <b>Website:</b> www.beelinemb.com <b>Investor Grievance Email:</b> ig@beelinemb.com <b>Contact Person:</b> Mr. Nikhil Shah <b>SEBI Registration No.:</b> INM000012917	 <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b> D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India <b>Tel. No.:</b> 011-40450193-197 <b>Fax No.:</b> 011-26812683 <b>Email:</b> ipo@skylinert.com <b>Website:</b> www.skylinert.com <b>Investor Grievance Email:</b> grievances@skylinert.com <b>Contact Person:</b> Ms. Rati Gupta <b>SEBI Registration No.:</b> INR000003241	 <b>MS. NIHARIKA GUPTA,</b> <b>Company Secretary and Compliance Officer</b> <b>KANDARP DIGI SMART BPO LIMITED</b> C- 69, C Block, Sector 2, Noida - 201301, Uttar Pradesh, India <b>Tel. No.:</b> 0120-4089166 <b>E-mail:</b> cs@kdsbpo.com <b>Website:</b> www.kdsbpo.com

**Availability of Prospectus:** Investors should note that investment in Equity Shares involves a high degree of risk and investors are advised to refer to the Prospectus and the Risk Factors contained therein, before applying in the issue. Full copy of the Prospectus will be available at the website of SEBI at www.sebi.gov.in; the website of Stock Exchange at www.nseindia.com, the website of LM at www.beelinemb.com and website of Company at www.kdsbpo.com

**Availability of Application forms:** Application forms can be obtained from the Company: Kandarp Digi Smart BPO Limited, Lead Manager: Beeline Capital Advisors Private Limited. Application Forms can also be obtained from the Stock Exchange and list of SCSBs available on the website of SEBI at www.sebi.gov.in and website of Stock Exchange at www.nseindia.com.

**Application Supported by Blocked Amount (ASBA):** All investors in this issue have to compulsorily apply through ASBA. The investors are required to fill the ASBA form and submit the same to their banks. The SCSB will block the amount in the account as per the authority contained in ASBA form. On allotment, amount will be unblocked and account will be debited only to the extent required to be paid for allotment of shares. Hence, there will be no need of refund.

For more details on the issue process and how to apply, please refer to the details given in application forms and abridged prospectus and also please refer to the chapter "Issue Procedure" on page 203 of the Prospectus.

#### BANKER TO THE ISSUE:

#### ICICI BANK LIMITED

Capital Market Division, 5th Floor, HT Pareskh Marg, Backbay Reclamation, Churchgate, Mumbai – 400020, Maharashtra, India

**Tel No. –** 022-68052185 • **Email –** sagar.welekar@icicibank.com • **Website –** www.icicibank.com

**Contact Person –** Mr. Sagar Welekar • **SEBI Registration Number –** INBI00000004

#### For KANDARP DIGI SMART BPO LIMITED

On behalf of the Board of Directors  
Sd/-

**MR. SUNIL KUMAR RAI**

**Chairman & Managing Director**

**DIN: - 01989744**

**Date: September 12, 2022**

**Place: Delhi**

KANDARP DIGI SMART BPO LIMITED is proposing, subject to market conditions and other considerations, a public issue of its Equity Shares and has filed the Prospectus with the Registrar of Companies, Delhi. The Prospectus will be available on the website of the SEBI at www.sebi.gov.in and the website of the Lead Manager at www.beelinemb.com, website of Company at www.kdsbpo.com and website of stock exchange at www.nseindia.com.

Investor should note that investment in equity shares involves a high degree of risk. For details, investors should refer to and rely on the Prospectus, including the section titled "Risk Factors" of the Prospectus, which has been filed with ROC.

The Equity Shares have not been and will not be registered under the U.S Securities Act ("the Securities Act") or any state securities laws in United States and may not be issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulations under the securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.